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April 25, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
55 APR 28 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
800001468528
-04/28/95--01086--011
****122.50 ****122.50

RE: Base Metals Brokerage, Inc.

Ladies and Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above referenced corporation, together with my firm's check in the amount of \$122.50 for the requisite filing fee. Please send a Certified Copy of the Articles of Incorporation showing the filing date to me at your earliest opportunity. I have enclosed a stamped, self-addressed return envelope for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Ramon Carrion, Esq./ph
Ramon Carrion, Esq.

RC/ph
Enclosures

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5/3/95
TJS

**ARTICLES OF INCORPORATION
OF
BASE METALS BROKERAGE, INC.**

95 APR 28 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is BASE METALS BROKERAGE, INC. and the principal place of business and mailing address of this corporation is 1560 Gulf Boulevard, Clearwater, FL 34630.

ARTICLE II. DURATION.

This corporation shall exist perpetually.

ARTICLE III. PURPOSE.

This corporation is organized for the following purposes: the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue 500 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE.

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared THOMAS HINTZ, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that he executed these Articles of Incorporation.

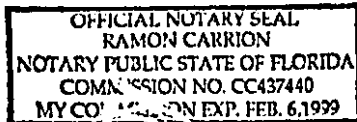
WITNESS my hand and official seal this 2nd day of April, 1995.



Notary Public

Print Name

My Commission Expires:



The street address of the initial registered office of this corporation is 28' 0 U.S. 19 N., Suite 502, Clearwater, FL 34621. The name of the initial registered agent of this corporation at that address is Ramon Carrion.

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

This corporation shall have one directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation are:

Thomas Hintz 1560 Gulf Boulevard
Clearwater, FL 34630

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these articles is:

Thomas Hintz 1560 Gulf Boulevard
Clearwater, FL 34630

ARTICLE IX. POWERS.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of April, 1995.


THOMAS HINTZ

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


RAMON CARRION, Registered Agent

STATE OF FLORIDA